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June 26, 2015

To the Shareholders:

**Shunichi Miyanaga, President and CEO
Mitsubishi Heavy Industries, Ltd. (“MHI”)
16-5, Konan 2-chome, Minato-ku, Tokyo**

**NOTICE OF RESOLUTIONS
OF
THE 90TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

This is to notify you that the following matters were reported or resolved at the 90th Ordinary General Meeting of Shareholders held today.

Matters Reported:

Item No.1: Business Report, Consolidated Financial Statements for the 2014 fiscal year (from April 1, 2014 to March 31, 2015), and Report of Accounting Auditors and the Board of Statutory Auditors’ Audit Report on the Consolidated Financial Statements.

Item No.2: Non-consolidated Financial Statements for the 2014 fiscal year (from April 1, 2014 to March 31, 2015)

The contents of the above-mentioned matters were duly reported.

Matters Resolved:

Proposal No. 1: Appropriation of Surplus

The appropriation of surplus was approved and resolved as originally proposed. As a result, the year-end dividend was set at ¥6 per share.

Proposal No. 2: Partial Amendments to the Articles of Incorporation

The partial amendments to the Articles of Incorporation were approved and resolved as originally proposed. A summary of the main amendments to the Articles of Incorporation are as follows:

- (1) Amendments in connection with the shift to a “Company with an Audit and Supervisory Committee,” which was newly established based on the “Act for Partial Revision of the Companies Act” (Act No. 90, 2014), which took effect on May 1, 2015.
- (2) Amendments other than stipulated in (1) above
 - a. In conjunction with a revision of the corporate executive structure, MHI has changed its prescribed Administrative Directors to only “Chairman of the Board of Directors” and “President.”
 - b. In accordance with the “Act for Partial Revision of the Companies Act” (Act No. 90, 2014), stock companies may execute liability limitation agreements not only with Outside Directors but also with Directors who are not Executive Directors. Therefore, the potential counterparties to the said agreements with MHI have been changed to “Directors (excluding Executive Directors, etc. as stipulated in Article 2, Item 15 (a) of the Companies Act)”.

Proposal No. 3: Election of 9 Directors other than Directors who are Audit and Supervisory Committee Members.

As originally proposed, each of the following persons was elected to the position of the said Director:

Messrs. Hideaki Omiya, Shunichi Miyanaga, Atsushi Maekawa,
Yoichi Kujirai, Hisakazu Mizutani, Kazuaki Kimura, Masanori Koguchi,
Yorihiko Kojima and Naoyuki Shinohara.

Each of these persons has assumed this position.

Proposal No. 4: Election of 5 Directors who are Audit and Supervisory Committee Members

As originally proposed, each of the following persons was elected to the position of the said Director:

Messrs. Eiji Isu, Tatsuhiko Nojima, Nobuo Kuroyanagi, Ms. Christina Ahmadjian and Mr. Shinichiro Ito.

Each of these persons has assumed this position.

Proposal No. 5: Determination of Remuneration of Directors other than Directors who are Audit and Supervisory Committee Members

This proposal was approved and resolved as originally proposed. As a result, the maximum amount of monetary remuneration for Directors other than Directors who are Audit and Supervisory Committee Members was set at ¥1.2 billion in the aggregate per fiscal year. For the 2015 fiscal year, application of this limit is to be made retroactive to April 2015.

Proposal No. 6: Determination of Remuneration of Directors who are Audit and Supervisory Committee Members

This proposal was approved and resolved as originally proposed. As a result, the maximum amount of monetary remuneration for Directors who are Audit and Supervisory Committee Members was set at ¥300 million per fiscal year in the aggregate.

Proposal No. 7: Determination of Amount and Content Related to Stock Remuneration System

This proposal was approved and resolved as originally proposed. As a result, the stock options approved at the 82nd Ordinary General Meeting of Shareholders were abolished and a new stock remuneration system shall be introduced hereafter.

In this system, MHI contributes a total maximum amount of ¥1.2 billion in cash for each period consisting of 3 consecutive fiscal years, and establishes (or continues) a trust. The trust then acquires MHI stock from MHI or the

stock market, and through the trust, MHI stock and cash equivalent to MHI stock will be awarded to MHI Directors (excluding Outside Directors and Directors who are Audit and Supervisory Committee Members) each year based upon a calculation of the accumulated Stock Award Points (a maximum of 500,000 points in the aggregate per fiscal year; equivalent to 500,000 shares of MHI stock) previously granted by MHI to its Directors in accordance with MHI's business results, etc.

[Additional Information for Reference Purpose]

New Lineup of Directors of MHI (as of June 26, 2015)

Chairman of the Board	Hideaki Omiya
*President and CEO (Member of the Board)	Shunichi Miyanaga
*Director (Member of the Board), Senior Executive Vice President	Atsushi Maekawa
*Director (Member of the Board), Senior Executive Vice President	Yoichi Kujirai
*Director (Member of the Board), Executive Vice President	Hisakazu Mizutani
*Director (Member of the Board), Executive Vice President	Kazuaki Kimura
*Director (Member of the Board), Executive Vice President	Masanori Koguchi
Director (Member of the Board)	Yorihiko Kojima
Director (Member of the Board)	Naoyuki Shinohara
Director (Full time, Audit and Supervisory Committee Member)	Eiji Isu
Director (Full time, Audit and Supervisory Committee Member)	Tatsuhiko Nojima
Director (Audit and Supervisory Committee Member)	Nobuo Kuroyanagi
Director (Audit and Supervisory Committee Member)	Christina Ahmadjian
Director (Audit and Supervisory Committee Member)	Shinichiro Ito

- (Notes) 1. An asterisk mark (*) indicates a Representative Director.
2. Messrs. Yorihiko Kojima and Naoyuki Shinohara, Ms. Christina Ahmadjian and Mr. Shinichiro Ito are each an Outside Director as defined in Article 2, Item 15 of the Companies Act.
3. MHI has submitted notifications, specifying each of MHI's Outside Directors as an independent Director, to Tokyo Stock Exchange, Inc. and other listed financial instruments exchanges.